

# Kathleen A. Kelley

kkelley@beankinney.com

ph: 703.284.7284

fx: 703.525.2207



## PRACTICE AREAS

Business Organizations & Transactions

Government Contracting

Mergers & Acquisitions

Private Equity

## INDUSTRIES

Associations & Nonprofit Organizations

Retailers & Restaurateurs

Small, Emerging & Growing Businesses

Government Contracting

Kathleen Kelley is a shareholder at Bean, Kinney & Korman focusing her practice on corporate and transactional law. Her client base encompasses local business, nonprofits, government contractors, and Fortune 500 companies, and she is valued by them for her pragmatism and responsiveness and known for breadth of knowledge and collaborative mindset.

Having started her career in Delaware, Kathleen provides complex corporate and LLC services to clients throughout the region during all phases of their business lifecycle, including:

- Business formations and organizations
- Shareholder and LLC Operating Agreements
- LLC Filing Services and LLC Formation Packages
- Issuance and sale of equity ownership to investors
- Issuance of phantom ownership, stock options and other equity-based compensation to employees
- Joint ventures, including those within the government's small business contracting space
- Mergers & Acquisitions
- Owner exits and disputes
- Regulatory and compliance matters

## **BAR AND COURT ADMISSIONS**

Virginia, 2012

U.S. District Court for the District of Delaware, 2001

Delaware, 2000

## **EDUCATION**

Washington and Lee University School of Law, J.D., *Cum Laude*, 2000

University of Virginia, B.A., 1994

Kathleen presents regularly on government contracting matters, including issues relating to the ownership and management of Women Owned Small Businesses, 8(a) Participants and Service-Disabled Veteran-Owned Small Businesses, joint ventures, and the negotiation of Teaming Agreements and Sub-Contracts. Kathleen is also in high demand to speak and write about corporate governance issues, including management deadlocks, the limitation of liability, and “business divorces.”

In addition to her transactional and corporate law practice, Kathleen serves on the board of several non-profit organizations and volunteers at a thrift store in Vienna.



## **AWARDS AND HONORS**

Best Lawyers in America, Business Organizations (including LLCs and Partnerships) and Corporate Law, 2021-2022

Arlington Magazine, Top Attorney – Business/Corporate, Nonprofit, 2021

Washington, D.C. Super Lawyers in Business/Corporate, 2020-2021

Virginia Super Lawyers in Business/Corporate, 2020-2021

Arlington Magazine, Top Attorney – Business/Corporate, Government Contracts, 2019

Virginia Business, Legal Elite in Business Law, 2015, 2017, 2020, Legal Elite in Corporate Counsel, 2019, 2021

Washington SmartCEO CPA & ESQ, Awards Finalist, 2015

AV Rated by Martindale-Hubbell

## **AFFILIATIONS**

Tysons Regional Chamber of Commerce (Board Member, 2017 – 2019)

SECAF (Programs Committee, 2015 – present)

Association for Corporate Growth

Fairfax Bar Association (Chair 2015 – 2016, Business Law Section)

Delaware State Bar Association

CoroAllegro (Past-President, Board Member)

American Bar Association

## **EXPERIENCE**

- Represented Seller in \$65 million ESOP transaction of government contractor, cash with Seller financing.
- Represented Purchaser in \$5 million Stock Purchase transaction of software services company, cash payout with SBA loan.
- Represented Seller in \$30 million Stock Purchase transaction in HVAC services, cash with equity roll-over.
- Represented Seller in \$25 million Stock Purchase transaction in software services for government entity, cash with equity roll-over.
- Represented Selling Shareholder in \$10 million Redemption Transaction. Seller sold majority ownership stake in exchange for cash, promissory note, and certain contracts to form new entity, while retaining minority ownership in corporation.
- Represented Seller of \$2 million government contractor in Membership Interest Sale transaction, cash, with earnout based on contract performance.
- Worked with numerous dental and accounting practices where we represented Sellers in Asset Sales, purchase price ranges from \$500 thousand to \$2.5 million.

- Represented combinations of nonprofit entities through Asset Acquisitions and Mergers.

## **PUBLISHED ARTICLES**

- Deadlock Provisions in Agreements – Say No to the Rochambeau Method
- The Top Five Mistakes in Drafting LLC Agreements
- Significant Amendments to Delaware General Corporation Law Enacted

## **BLOGS**

- COVID Impact on GovCon Deals in 2020  
*Business Insights*, Monday July 20, 2020
- Online Board Meetings – What to Know When Social-Distancing Requires Your Meetings to Go Virtual  
*Business Insights*, Thursday April 16, 2020
- Ownership Interests in an LLC – The Options are Endless!  
*Business Insights*, Tuesday October 29, 2019
- Do You Really Need a Letter of Intent?  
*Business Insights*, Wednesday September 18, 2019

## **SPEAKING ENGAGEMENTS**

- Essentials of Business Law – Dealing with Drafting Deadlocks  
Webcast, Friday, March 4, 2022
- Mind Your Business: Coordinating Business and Estate Plans to Preserve Value  
Online, Tuesday, April 20, 2021
- Deadlock-Breaking Mechanisms in Real Estate LLCs: Avoiding Litigation When Members and Managers Fail to Agree  
Webinar, Thursday, February 27, 2020
- Deadlock-Breaking Mechanisms in LLCs: Avoiding Litigation and Dissolution When Members and Managers Fail to Agree

Webinar, Thursday, January 16, 2020

- LLC or S-Corp  
Teleconference, Thursday, December 19, 2019
- Mergers & Acquisitions in the Federal Marketplace  
Tower Club, Tysons Corner, VA, Thursday, May 16, 2019
- 7th Annual NoVA B2G Matchmaking Conference & Small Business Expo  
Inova Center for Personalized Health, Fairfax, VA, Tuesday, May 7, 2019
- SECAF Awards Gala  
McLean, VA, Thursday, May 2, 2019
- Deadlock-Breaking Mechanisms in LLCs: Avoiding Litigation and Dissolution When Members and Managers Fail to Agree  
Strafford Live CLE Webinar, Tuesday, August 14, 2018
- Becoming WOSB Certified  
Community Business Partnership :: 6564 Loisdale Ct., Ste. 600 Springfield VA 22150, Monday, August 13, 2018
- Deadlock Breaking Mechanisms in Real Estate LLCs  
Strafford Live CLE Webinars, Thursday, February 22, 2018
- Blueprint of a Deal: M&A 101  
Virginia State Bar - Construction Public Law Section, Friday, November 3, 2017
- Business Contracts: Top 10 Most Costly Mistakes, Preliminary Contract Considerations  
NBI, Tuesday, October 17, 2017
- Contract Boilerplate: Transactional vs. Litigator  
Fairfax Bar Association, Monday, March 30, 2015
- Shareholder and Member Rights: Drafting, Disputes & Dilemmas  
Fairfax Bar Association, Thursday, March 13, 2014
- The Current State of Fiduciary Duties in Delaware: Corporations and LLCs  
Holland & Knight, Monday, October 21, 2013

## NEWS

2311 WILSON BOULEVARD, SUITE 500, ARLINGTON, VA 22201 | PHONE 703.525.4000 | [www.beankinney.com](http://www.beankinney.com)

Attorney Advertising. Prior results do not guarantee or predict a similar outcome in any ©2021 Bean Kinney & Korman PC future matter. Case results depend on a variety of factors unique to each case.

©2022 Bean Kinney & Korman PC

- Bean, Kinney & Korman Represents RenXTech LLC in a Transaction with Buchanan & Edwards Inc.  
Monday November 29, 2021
- Twenty-eight Attorneys from Bean, Kinney & Korman Recognized as Top Attorneys for 2021 by Arlington Magazine  
Thursday October 21, 2021
- Fifteen Attorneys from Bean, Kinney & Korman Listed in 2022 Best Lawyers in America and Five Attorneys Listed in Best Lawyers: Ones to Watch  
Thursday August 19, 2021
- Bean, Kinney & Korman Represents Finley Asphalt in a Transaction with Shoreline Equity Partners  
Friday July 2, 2021
- 2021 Super Lawyers  
Thursday May 6, 2021
- Bean Kinney & Korman Represents Highlight Technologies, Inc. in a Sale to an Employee-Owned Stock Ownership Plan  
Thursday April 22, 2021
- Bean, Kinney & Korman Represents Farm Market iD in Acquisition by DTN  
Friday February 26, 2021
- Thirteen Attorneys from Bean, Kinney & Korman Listed in 2021 Best Lawyers in America and Three Attorneys Listed in Best Lawyers: Ones to Watch  
Thursday August 20, 2020
- 2020 Super Lawyers  
Thursday May 7, 2020
- Twenty-six Attorneys from Bean, Kinney & Korman Recognized as Top Attorneys by *Arlington Magazine*  
Friday October 18, 2019
- Kathleen Kelley quoted in “Private Players” – discussing federal nonprofit status for Virginia nonstock corporations  
*Style Weekly*, Tuesday April 9, 2019